

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	: :
LEXINGTON PRECISION CORP, <u>et al.</u> ,	: Case No. 08-11153 (BRL)
	: :
	: (Jointly Administered)
Debtors.	: :
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**ORDER AUTHORIZING AMENDMENT OF EMPLOYMENT TERMS OF  
STOUT RISIUS ROSS, INC. AS FINANCIAL ADVISORS TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS, EFFECTIVE AS OF MAY 13, 2008**

Upon consideration of the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of Lexington Precision Corporation ("LEXP") and Lexington Rubber Group, Inc. (collectively with LEXP, the "Debtors") in the above-captioned Chapter 11 cases for entry of an order, under sections 328(a) and 1103(a) of title 11 of the United States Code (the "Bankruptcy Code"), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the amendment of the terms of employment of Stout Risius Ross, Inc. ("SRR") as its financial advisor, effective as of May 13, 2008, pursuant to the terms of SRR's engagement letter dated as of May 13, 2008 (the "Engagement Letter"), as modified by addendum letter dated February 27, 2009 (the "First Amendment"), as further modified by the addendum letter dated July 17, 2009 (the "Second Amendment"), and as further modified by the addendum letter dated October 13, 2009, which is attached hereto as Exhibit A (the "Third Amendment," collectively with the Engagement Letter, the First Amendment and the Second Amendment, the "Third Amended Engagement Letter"); and the Court having considered the Application, and it appearing that the amended terms and conditions of SRR's employment as set forth in the Application and the Third Amended Engagement Letter are fair and reasonable, including, without limitation, the Fee Structure (as defined in the Application);

and the Court having jurisdiction to consider and determine the Application as a core proceeding under 28 U.S.C. §§ 157 and 1334; and it appearing that notice has been given and no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that, pursuant to sections 328(a) and 1103 of the Bankruptcy Code, the Application is hereby granted, and the terms of SRR employment as the Committee's financial advisors, as of May 13, 2008, shall be amended as set forth in the Third Amendment; and it is further

ORDERED that, except those terms modified under the First Amendment, the Second Amendment and the Third Amendment, all terms and conditions relating to SRR employment as set forth in this Court's Order Authorizing Employment of Stout Risius Ross, Inc. as Financial Advisors to the Official Committee of Unsecured Creditors, Effective as of May 13, 2008 [Docket # 163], entered June 5, 2008, shall remain in effect, and it is further

ORDERED that the Court shall retain jurisdiction with respect to any matters arising from or related to this Order or the implementation hereof.

Dated: New York, New York  
October 26, 2009

/s/Burton R. Lifland  
UNITED STATES BANKRUPTCY JUDGE